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11 Specially Appearing for Defendant
12 CHARMING SHOPPES, INC.

13
14 UNITED STATES DISTRICT COURT
15 NORTHERN DISTRICT OF CALIFORNIA
16

17 SHAMEIKA MOODY, as an individual
and on behalf of others similarly situated,

18 Plaintiff,

19 vs.

20 CHARMING SHOPPES OF
21 DELAWARE, INC., a corporation; LANE
BRYANT, INC., a corporation;
22 CHARMING SHOPPES, INC., a
corporation, and DOES 1 through 20,
23 inclusive,

24 Defendants.

Case No. C 07-06073 MHP

**DECLARATION OF JOHN J. SULLIVAN
IN SUPPORT OF DEFENDANT
CHARMING SHOPPES, INC.'S MOTION
TO DISMISS FOR LACK OF PERSONAL
JURISDICTION**

Date: May 5, 2008
Time: 2:00 p.m.
Place: Courtroom 15, 18th Floor

[SPECIAL APPEARANCE ONLY]

1 I, John J. Sullivan, declare as follows.

2 1. I am over eighteen years of age. I have personal knowledge of the following and
3 am competent to testify thereto. Except as otherwise stated below, the following accurately
4 describes the facts as they have existed since at least January 1, 2002.

5 2. I am the Senior Vice President, Controller of Defendant Charming Shoppes, Inc.
6 ("CSI") and the Controller of Defendant Charming Shoppes of Delaware, Inc. ("CSDI"). CSI is
7 incorporated and headquartered in Pennsylvania. CSI is publicly traded. It is a retail apparel
8 holding company that does not itself engage in any business operations. As is common for large,
9 publicly-traded corporations, all business operations conducted within the Charming Shoppes
10 group of companies are conducted and managed by direct or indirect corporate subsidiaries of
11 CSI. CSI has three distinct and separate corporate divisions: Lane Bryant, Catherines, and
12 Fashion Bug.

13 3. CSDI is incorporated and headquartered in Pennsylvania. It is a wholly-owned
14 subsidiary of CSI. CSDI provides certain shared services (such as payroll services) to various
15 operating corporate subsidiaries of CSI, including Lane Bryant, Inc. ("Lane Bryant"). Lane
16 Bryant owns and operates the Lane Bryant stores.

17 4. CSI reports the financial results of its corporate subsidiaries on a consolidated
18 basis and describes to investors and the public the activities of its corporate subsidiaries. Lane
19 Bryant and CSI have one director in common. CSDI and CSI also have one common director.
20 CSDI has 34 officers, fifteen of whom are also officers of CSI. Lane Bryant has 23 officers,
21 eleven of whom are also officers of CSI.

22 5. CSI complies with all appropriate and necessary corporate formalities (such as
23 secretary of state filings and regular board meetings) in order to maintain CSI as a valid
24 corporation with an existence separate from its corporate subsidiaries, such as Lane Bryant.
25 Likewise, CSDI complies with all appropriate and necessary corporate formalities (such as
26 secretary of state filings and regular board meetings) in order to maintain CSDI as a valid
27 corporation with an existence separate from CSI and separate from CSI's other corporate
28 subsidiaries, including Lane Bryant.

1 6. CSI is not registered to do business in California and does not have registered
2 agents in California.

3 7. CSI has no office, mailing address, telephone listing, hard assets, or bank accounts
4 in California. CSI does not engage in any business activities in California. CSI does not solicit
5 California residents; manufacture, purchase or sell goods in California; or advertise goods or
6 services in California. CSI does not pay payroll or other taxes in California. CSI has no
7 employees in California and, specifically, CSI does not employ any persons who work at Lane
8 Bryant retail stores in California.

9 8. CSI does not exert management control over the operations of its corporate
10 subsidiaries, including Lane Bryant and CSDI. CSI exercises only that control over its
11 subsidiaries that a sole shareholder is permitted to exercise, through the election of the boards of
12 directors of its subsidiaries.

13 9. CSI does not hire or select Lane Bryant employees in California. CSI does not
14 manage or direct the work of any Lane Bryant employees in California. CSI does not determine
15 or set the wages to be paid to Lane Bryant's California employees. Similarly, CSI does not pay
16 the wages of or issue paychecks to any Lane Bryant employees in California. CSI is not listed on
17 the wage statements of any Lane Bryant California employees, and does not prepare or issue any
18 such wage statements. CSI does not determine, direct, implement, or enforce the policies or
19 practices of Lane Bryant related to overtime compensation or meal periods for Lane Bryant
20 employees in California.

1
2 10. At all times, all Lane Bryant stores in California have been owned and operated,
3 and their employees have been directed and managed, by Lane Bryant, not by CSI.

4 I declare under penalty of perjury under the laws of the United States that the foregoing is
5 true and correct.

6 Executed on March 30, 2008, at Philadelphia Pennsylvania.

7
8 
9 John J. Sullivan